

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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|-----------------------------------------|---|-------------------------------------------------------------------------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| W. R. GRACE & CO., et al., ¹ |) | 01-01139 (KJC) |
| |) | |
| |) | Jointly Administered |
| |) | |
| |) | Related to Docket Nos. 32600, 32601, 32603, 32608, 32609, 32610, 32611, 32612, 32614 & 32617 |

**CERTIFICATION OF COUNSEL WITH RESPECT TO MOTION BY
SGH ENTERPRISES, INC. REQUESTING: (I) AN EXTENSION OF THE RESPONSE
DEADLINE REGARDING REORGANIZED DEBTORS' THIRTY EIGHTH OMNIBUS
OBJECTION TO CLAIM, AND (II) A CONTINUANCE OF THE HEARING
WITH RESPECT THERETO**

The undersigned hereby certifies that on August 18, 2015 the above-captioned Reorganized Debtors (collectively, the "Reorganized Debtors") filed the *Thirty- Eighth Omnibus Objection to Claims filed by SGH Enterprises, Inc. (Substantive and Non- Substantive Objection)*" [Docket No. 32600] (the "Objection") and the *Declaration of Richard C. Finke in Support of the Thirty- Eighth Omnibus Objection to Claims filed by SGH Enterprises, Inc. (Substantive and Non-Substantive Objection)* [Docket No. 32601] (collectively with the Objection, the "Claim Objection").

The undersigned further certifies that on August 25, 2015 SGH Enterprises, Inc. (f/k/a Samson Hydrocarbons, Inc.) ("SGH"), filed the *Motion by SGH Enterprises, Inc. Requesting: (I) An Extension of the Response Deadline Regarding Reorganized Debtors' Thirty Eighth Omnibus*

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn."). Grace Energy Corporation was a Reorganized Debtors whose case has been closed.

Objection To Claim, and (II) a Continuance of the Hearing With Respect Thereto [Docket No. 32608] (the “Motion to Continue”)².

The undersigned further certifies that on August 25, 2015 SGH, filed the *Motion by SGH Enterprises, Inc. to Schedule Expedited Telephonic Hearing and Shorten Notice with Respect to Motion by SGH Enterprises, Inc. Requesting: (I) An Extension of the Response Deadline Regarding Reorganized Debtors’ Thirty Eighth Omnibus Objection To Claim, and (II) a Continuance of the Hearing With Respect Thereto* [Docket No. 32608] (the “Motion to Continue”).

The undersigned further certifies that the Reorganized Debtors and SGH have engaged in discussions in order to consensually resolve the Motion to Continue and, in fact, have reached an agreement with respect to the Motion to Continue that was announced to the Court during a telephonic hearing held on August 26, 2015 with respect to the Motion to Continue and that is embodied in a *Stipulation: (I) Extending the Response Deadline of SGH Enterprises, Inc. Regarding Reorganized Debtors’ Thirty Eighth Omnibus Objection to Claim, and (II) Abating Interest, and (III) Continuing the Hearing With Respect Thereto* filed with the Court on August 26, 2015 [Docket No. 32617] (the “Stipulation”). A proposed form of order (the “Proposed Order”) approving the Stipulation is attached hereto as Exhibit A. The Stipulation is attached to the Proposed Order as Exhibit 1.

The undersigned further certifies that the Reorganized Debtors have reviewed the Proposed Order, Stipulation and this Certification of Counsel and have agreed to the entry of the Proposed Order approving the Stipulation.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

WHEREFORE, SGH respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit A, approving the Stipulation and granting such other or further relief as it deems just and proper.

Dated: August 26, 2015
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

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**ATTORNEYS FOR SGH ENTERPRISES, INC.
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